

**MEMORANDUM OF YEN ASSIGNMENT AGREEMENT  
(SANTA FE TRUST NO. 1996-1)**

Memorandum of Yen Assignment Agreement, made and entered into on February 22, 1996, by and between Dia Brook, Ltd., a Japanese corporation ("*Assignor*"), and The Mitsubishi Bank, Limited, a bank organized under the laws of Japan, acting through its Hong Kong Branch ("*Assignee*").

**WITNESSETH:**

1. The Assignor and The Atchison, Topeka and Santa Fe Railway Company ("*Lessee*") have entered into that certain Lease Agreement (Santa Fe Trust No. 1996-1) (the "*Lease Agreement*"), dated February 2, 1996, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated February 22, 1996, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Yen Assignment Agreement (Santa Fe Trust No. 1996-1) (the "*Assignment*"), dated February 22, 1996, pursuant to which the Assignor has granted to the Assignee a security interest in all of its right, title and interest in and to the Collateral described therein.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Yen Assignment Agreement to be duly executed by their respective officers duly authorized on the date and year first above written.

DIA BROOK LTD.

By 

Name: Takahiro Miwa

Title: Attorney-in-Fact

Executed on this \_\_\_\_\_ day of February, 1996.

THE MITSUBISHI BANK, LIMITED

By 

Name: Nobuyuki Hirano

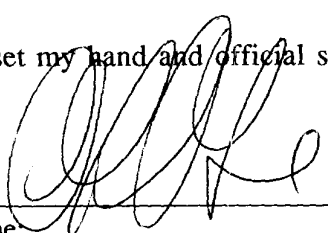
Title: Joint General Manager, Attorney-in-Fact

Executed on this 15th day of February, 1996.

STATE OF NEW YORK     )  
                                  ) SS.:  
COUNTY OF New York )

On this, the 14<sup>th</sup> day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Takahiro Miwa, who being by me duly sworn, says that he is the Attorney-in-Fact of DIA BROOK LTD., that said instrument was signed on February 14<sup>th</sup>, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

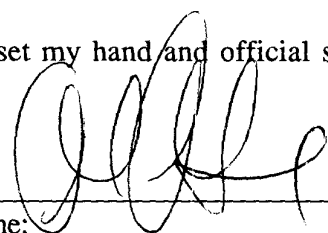
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_  
MARIO O. MORRONE  
Notary Public, State of New York  
No. 24-4811589  
Qualified in Kings County  
Commission Expires October 31, 1996

STATE OF New York     )  
                                  ) SS.:  
COUNTY OF New York )

On this, the 15<sup>th</sup> day of February, 1996, before me, a Notary Public in and for said County and State, personally appeared Nobuyuki Hirano, who being by me duly sworn, says that (s)he is the Joint General Manager of THE MITSUBISHI BANK, LIMITED, that said instrument was signed on February 15<sup>th</sup> 1996 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_  
MARIO O. MORRONE  
Notary Public, State of New York  
No. 24-4811589  
Qualified in Kings County  
Commission Expires October 31, 1996

## EXHIBIT A

### UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD 75M Diesel Electric Locomotives	11	8253 through 8256, inclusive, 8262, 8264, 8265, 8267 through 8270, inclusive